

Governance Committee Meeting Minutes

The World Sailing Governance Committee met at the Royal Marine Hotel, Dun Laoghaire on
Wednesday 5 November 2025 10:30-17:00 and
Friday 7 November 2025 10:30-12.00

<u>In Attendance</u> Balazs Hajdu – Chair (HUN) Sarah Treseder – Vice-Chair (GBR) Ashley Tobin (USA) David Tillett (AUS) Diana Kissane (IRL) (<i>joined from Item 4a</i>) Dincer Ceribas (TUR) Fabio Mazzoni (ITA) Jevan Tan (SGP) Laura German-Lopez – (ESP) Malav Shroff (IND) Marco Aurelio (BRA) (<i>joined from Item 9</i>) Rodolphe Gautier (SUI) Ute Reisinger (AUT)	<u>Present</u> Quanhai Li – President (for welcome only) Josep Pla – Vice President Cory Sertl – Vice President Antonio Cozzolino – General Counsel <u>Apologies</u> Anne Jakob – (GER) Philips Daniels – (RSA)
<u>1. Opening of the Meeting</u> a. <i>Welcome</i> The Chair welcomed everyone to the Committee’s first in person meeting and brief personal introductions were made. b. <i>President’s Address</i> The World Sailing President addressed the meeting and touched on the following: • Emphasised strong governance in promoting para re-inclusion. • Underlined the commitment to teamwork and collaboration. • Requested the Committee’s help in adapting to and updating the new constitution. • Emphasised the “sailors first” philosophy. • Thanked the Committee and invited them to email him directly with any thoughts or feedback. c. <i>Apologies for Absence</i> Apologies were received as noted above. d. <i>Declaration of Interests</i> BH declared his recent election as Vice President of EUROSAF. ST declared an acquaintance with the secretary of the class under discussion in item 6a.	
<u>2. Minutes</u> a. <i>Committee Minutes</i> The Committee noted the minutes of [3] Committee meetings held virtually since the Annual Conference held in November 2024 at Suntec Convention Centre in Singapore. b. <i>Matters Approved by Circular Resolution</i> No additional matters had been approved by way of circular resolution. c. <i>Matters Arising</i> There were no further matters arising not covered in the agenda.	

3. Reports

- a. The Committee noted the Chair's report to the Board covering the period 31 October 2024 to 31 October 2025.
- b. The General Counsel reported on the status of currently active legal cases.

4. Proposals

The General Counsel explained the new ways of working for considering Proposals in advance of the Annual Conference. It was noted that in subsequent years, the meeting to consider Proposals will be scheduled immediately following the Proposal closure period for Committees.

The Committee noted that there is more work to be done on clarifying and publicising the closure periods to facilitate the consultative process regarding Proposals.

Following the comments of the General Counsel, the Chair noted that as further amendments to Proposals were now not possible, the only substantive debate related to Proposals GA-2025-001, GA-2025-007, and GA-2025-008.

GA-2025-001

One of the submitters was present in the room and was invited to speak and briefly outlined the thinking behind the Proposal. The Board members present explained that the Board recommendation to the General Assembly was to reject this Proposal on the following grounds:

- 1) The proximity to the forthcoming Vice-Presidential elections meant there was a risk of perceived impropriety and it was therefore inappropriate to vote on it now.
- 2) They felt that additional adjustments to the invoicing process would be needed beyond merely extending the credit terms.

GA-2025-007

The Board had also recommended rejection of this Proposal on the grounds of proximity to elections. The Committee accepted this position and engaged in a broader discussion on the topic including: the examination of the billing processes, the timing of invoices, and the importance of recognising differences in the financial years in different jurisdictions. On that basis it decided two things. First it decided unanimously to withdraw GA-2025-007, and that this more in-depth examination would be part of the Committee Work plan for 2026.

GA-2025-008

The submitter spoke to the Proposal and emphasised the importance of alignment to the IOC, and the importance of a clear and consistent structure within the organisation. A brief discussion ensued to better understand the downstream impacts of such a change. The Committee reaffirmed that its role in this matter did not extend to policy formation but rather to the appropriateness of the draft. It was noted that there were two ideas contained within the Proposal and each was discussed separately. It was noted that the Board had recommended rejection of this Proposal. No opinion was given on the substance of the Proposal.

5. Recommendations Not Based on Proposals

The committee reviewed the proposed update to the Neutrality Policy and recommend to Council to approve – noting no inaccuracies in the drafting of the amended provisions.

6. Membership Applications

The committee approved the newly submitted constitution from the International Waszp Class Association (“WICA”) as written - subject to this having been approved by the WICA General Assembly.

7. Constitution & Regulations

- The Committee noted interpretation 001-2025 which was published on 12 March 2025.
- The General Counsel gave an update on the next steps in relation to the Written Resolutions vs EGM process matter. The intention is to submit a Board paper in due course (see Item 9c).

8. Annual General Meeting

The Committee noted the agenda of the Annual General Meeting to be held on Saturday 8 November 2025. It was noted that there were some slight inconsistencies with section 3.2 of the Rules of Procedure Governing AGM which needed to be amended for 2026.

9. Any Other Business

a. *MNA Support Subgroup*

The Vice Chair gave a briefing for the Committee on a meeting of the MNA Support Subgroup held on Tuesday 4 November 2025. This included 1) a review of new membership applications, 2) education resources for MNAs, 3) a review of Council Groups, and 4) alignment with other World Sailing policy. **Action:** for Malav to circulate his survey to Vice Chair and the General Counsel to determine whether the Committee has enough data to move forward with review of Council Groups.

b. *ASOIF Governance Workshop Debrief and Questionnaire Requirements*

The Chair of the Election Panel joined the meeting. Both she and the General Counsel explained details around the 6th ASOIF Governance Survey. **Action:** The General Counsel to circulate results and criteria. RG offered to attend ASOIF related events in Lausanne if needed, given that he lives there. A discussion on the importance of election oversight panels and what “good” looked like. Some examples of Board accountabilities and how to retain focus on the strategic rather than operational. **Action:** the Committee to review and update the Board Charter last published in 2021. The remaining Agenda items were discussed at the meeting on Friday.

c. *Written Resolutions vs EGM process*

A discussion was had about the above topic. The General Counsel asked the Committee a series of questions about their views and some ideas about the best way to move forward. **Action:** The General Counsel will put a draft document to VPs Cory and Josep. That will then go to the Board for feedback. That will then come back to the Committee for feedback.

d. *Collaboration between Governance Committee and new General Counsel*

The General Counsel led a brainstorming discussion on the ways in which he and the Committee could best work together. Some of the key points raised were: 1) Communication with the Committee, including perhaps setting up a subgroup which the General Counsel could consult when needed assistance with particular matters – the Chair / Vice-Chair could then seek out help from other members of the Committee depending on area of expertise. 2) Well organised “Day to Day” Committee operations were tipped as a good trait i.e. for meetings to be well scheduled, papers, agenda, minutes circulated and published in an easy to find place. 3) To have a junior assist the General Counsel both in relation to the above and to also attend at meetings. 4) For the General Counsel to give the Committee a heads-up on issues that might be

coming down the road. 5) **Action:** for the General Counsel and the Director of the Executive Office to draft a Governance Committee calendar for 2026.

e. House-keeping

Action: Notify Isle of Man Companies house of Constitutional changes from AGM.

Action: AC to Circulate house-keeping calendar to Committee and specify by which dates, the section of the Constitution and Regulations that ought to be reviewed for typos and errors.

Action: AC to circulate a shared document version of the Constitution for collaborative editing.

Action: AC and Committee to identify all of the areas which need review: Conflict of Interest Policy, Rules of Procedure, Policies, Codes, Board Charter, Website, Terms of Reference.

10. Thanks and Closing Remarks

The Chair thanked all Committee members, Board liaisons and staff for their hard work and support during the year.

Summary of Actions:

- **Action:** for Malav to circulate his survey to Vice Chair and the General Counsel to determine whether the Committee has enough data to move forward with review of Council Groups.
- **Action:** The General Counsel to circulate results and criteria of ASOIF survey.
- **Action:** the Committee to review and update the Board Charter last published in 2021.
- **Action:** The General Counsel will put a (small p) proposal to VPs Cory and Josep. That will then go to the Board for feedback. That will then come back to the Committee for feedback.
- **Action:** for the General Counsel and the Director of the Executive Office to draft a Governance Committee calendar for 2026.
- **Action:** Notify Isle of Man Companies house of Constitutional changes from AGM.
- **Action:** AC to Circulate house-keeping calendar to Committee and specify by which dates, the section of the Constitution and Regulations that ought to be reviewed for typos and errors.
- **Action:** AC to circulate a shared document version of the Constitution for collaborative editing.
- **Action:** AC and Committee to identify all of the areas which need review: Conflict of Interest Policy, Rules of Procedure, Policies, Codes, Board Charter, Website, Terms of Reference.